Exhibit 2

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From:	Karen Tsay.	Sent:4/21/2006 4:25 PM.
To:[-]	deal_review@google.com; emg@google.com; EMGEA@google.com; ost Brad Chin; Diane Noonan; Ginger Franke; Jim Marocco; Joan Braddi; Juli Wong; Susan Wojcicki.	
Cc: [-]	Jeff Shardell; David Graham; Andy Rubin; Vinay Bhargava; Daniel I. Aleg	re; Sanjay Kapoor.
Bcc: [-]	·	
Subject:	EMG Deal Review - April 24, 2005.	

We have the following agenda for next week's EMG deal review:

- Sun / Android (Andy Rubin)
- HP SMB (Vinay Bhargava) Intel OEM Program (Vinay Bhargava)
- Amazon (David Graham)
- China Mobile (Daniel Alegre) tentative

Attached please find the presentation slides sans Amazon and China Mobile.

The meeting will be at 11am PST in Marrakesh building 43.

Dial in details:

conference number: 888-834-2663 international: 617-786-4658 Conference Code: 77734112

Deal Review Team

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF CALIFORNIA

Trial Exhibit 22

CASE NO. 10-03561 WHA DATE ENTERED_

DEPUTY CLERK



EMG Deal Review - April 24, 2006

- Sun / Android (Andy Rubin)
- HP SMB (Vinay Bhargava)
- Intel OEM Program (Vinay Bhargava)
 - Amazon (David Graham)





Android/Sun

Andy Rubin, Tim Lindholm, Chris DiBona, Ethan Beard, Frank Montes



- Partner Overview
- Sun + Google co-development agreement status
- Open Source License status
- Fees and payments

Press announcement

- What if?
- **Key Ask**

Partner Overview - Sun Microsystems





Why Do the Deal?

- distribution for our open source handset Provides a professional services and strategy
- Dramatically accelerates our schedule
- Form an open industry alliance to block **MSFT**
- Create value for wireless stakeholders

- Size
- 1

Who Are They? Products and services for network computing Carriers require Java in their terminal terminal specifications Offices in 170 countries worldwide Java dominates wireless industry 1B Java embedded handsets 180 carrier deployments \$15.4B Market Cap \$11.6B revenue \$469M EBITDA 40k employees Not profitable \$2.45B cash Market Presence Statistics

Client	•	Sun Microsystems
Term	• •	5 years, renewable Co-development partnership
Proposal		Sun makes Java Open Source as part of Android platform Companies work together to bring Android platform to market
Exclusivity	•	Exclusive
Data Use / Restrictions	•	See detailed slides
Fee		\$28M Payments spread over 3 years
Attribution	•	N/A
Termination / Other Issues		Structured as 4 agreements. Initial agreement Plus Project Plan (aka schedule) Go To Market Plan (aka open source hosting, launch partners) Governance Model (alliance structure)



- Base agreement ready to sign
- Exhibits 45 days after signing
- Project Plan
- Marketing Plan
- Governance model
- No payment until all are signed



Agreement highlights

- This is a Co-development agreement
- Sun handles Java + Tools
- Google handles OS
- · Mutually agree on architecture
- Sun creates commercial implementation, becomes "Redhat"
- Provides Carrier and OEM support
- Core to their business model
- · Does not want Google to compete
- Google carved out HTC and LG
- Google can work with its partners 6 months after initial release
- Sun manages developer community
- Google manages repository and bug database, becomes "Linus Torvalds"



Only OSI Certified Licenses

- Dual License
- Sun CDDL (OSI approved, Mozilla derivative) for Java
- http://www.sun.com/cddl/
- Includes patent grants
- Granular file-based copy-left
- Required because of MSFT settlement
- ASF 2.0 for everything Google

Open Source License



Previously \$36M approved by EMG

EMG uncomfortable with price

Negotiations ensued

New price \$28M spread over 3 years



Press Announcement

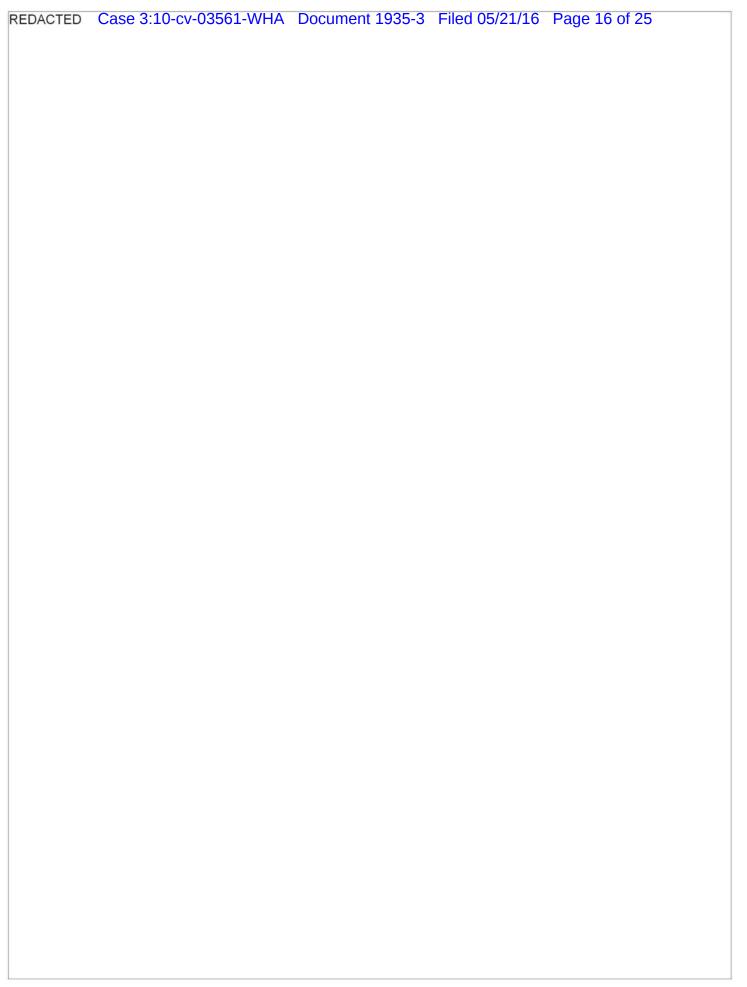
- Both parties agree to a joint press announcement
 - Best strategy is a pre-announcement to relieve industry fears

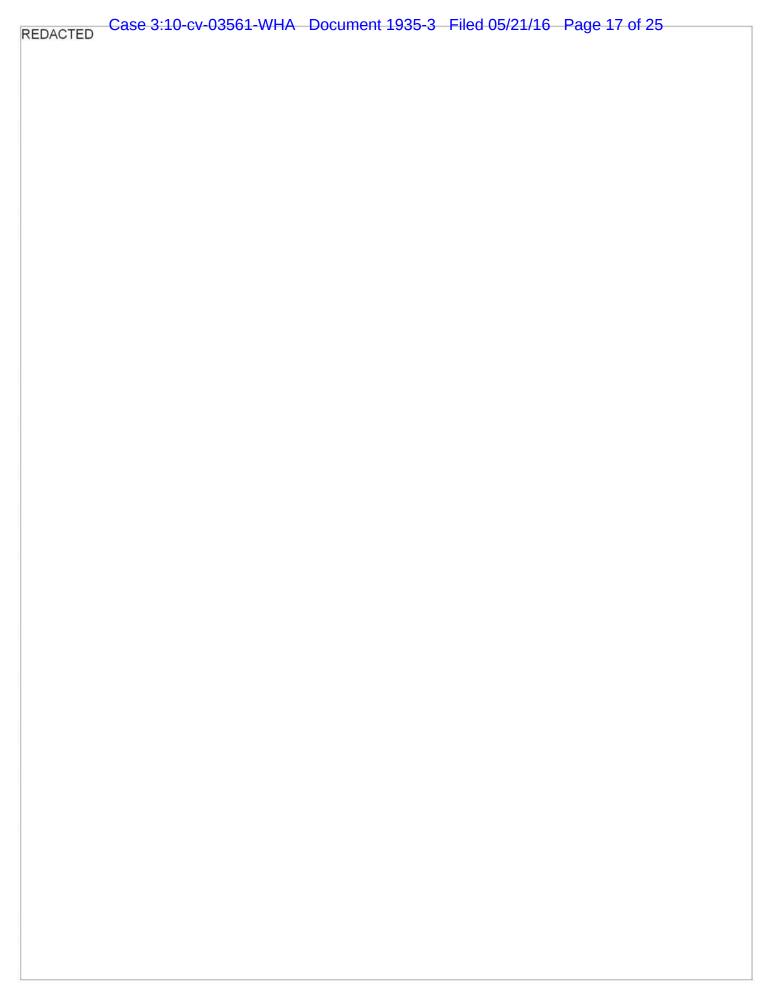


- What if we don't do this deal?
- Too expensive
- Co-development suboptimal
- Open Source our Guava implementation
- Schedule impact
- Adversarial Approach
- Some carriers require Java certification
- Take a lesser license
- Smaller payment
- Not Open, puts Sun in a position of control

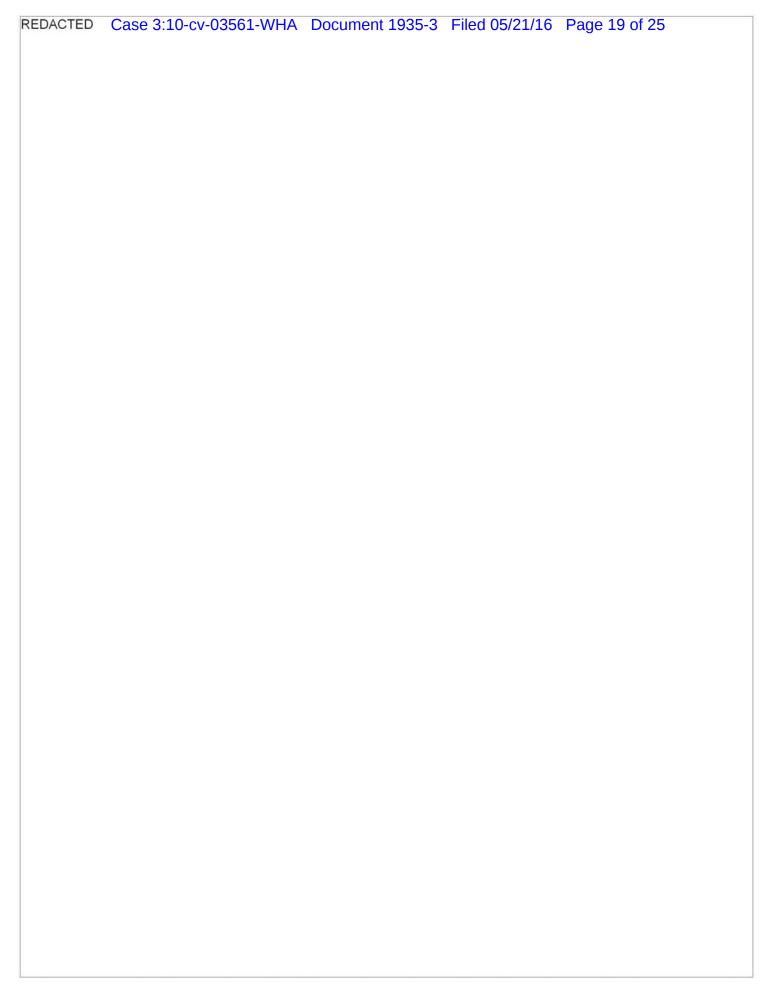


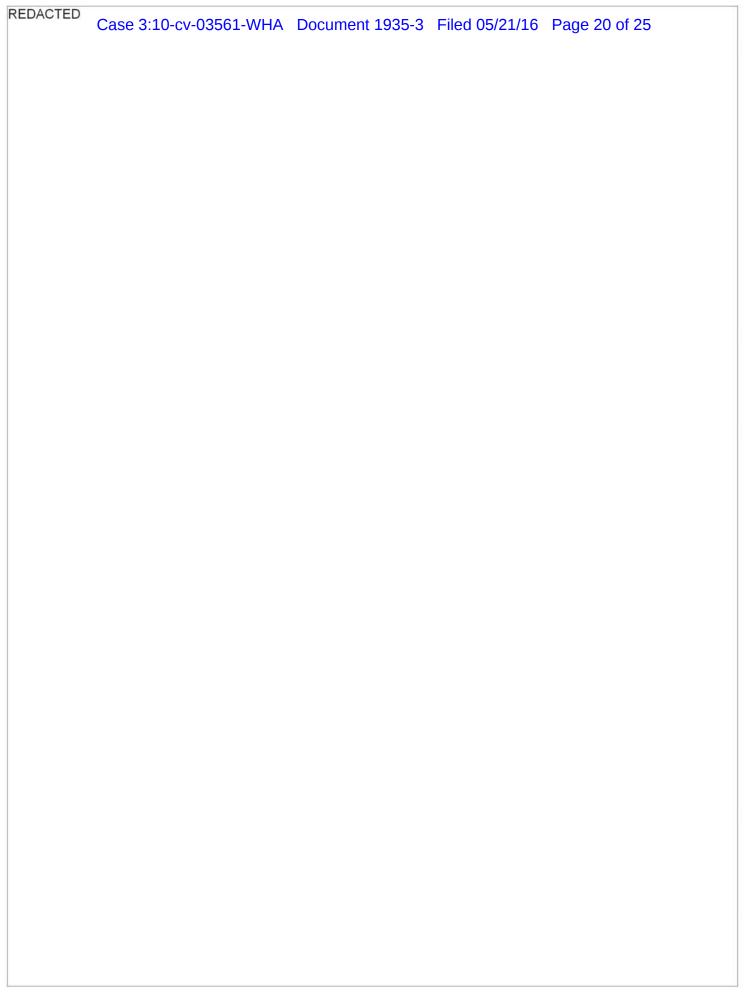
- Final Approval
- Agree to press announcement
- Agree to co-location of Sun engineers at Google

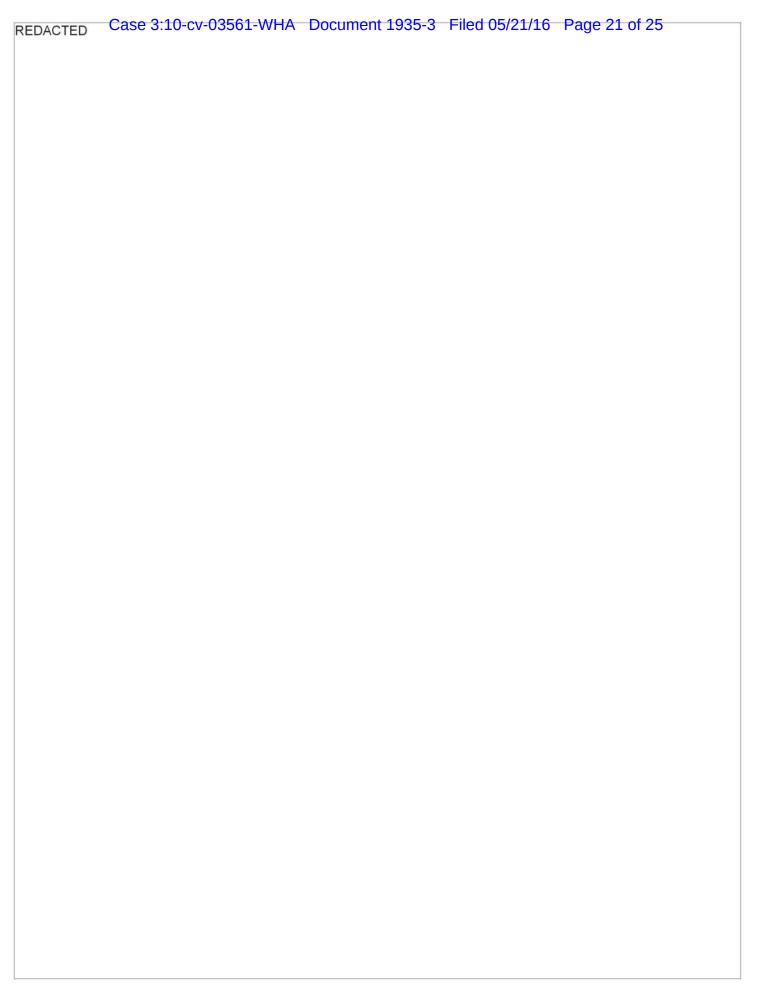


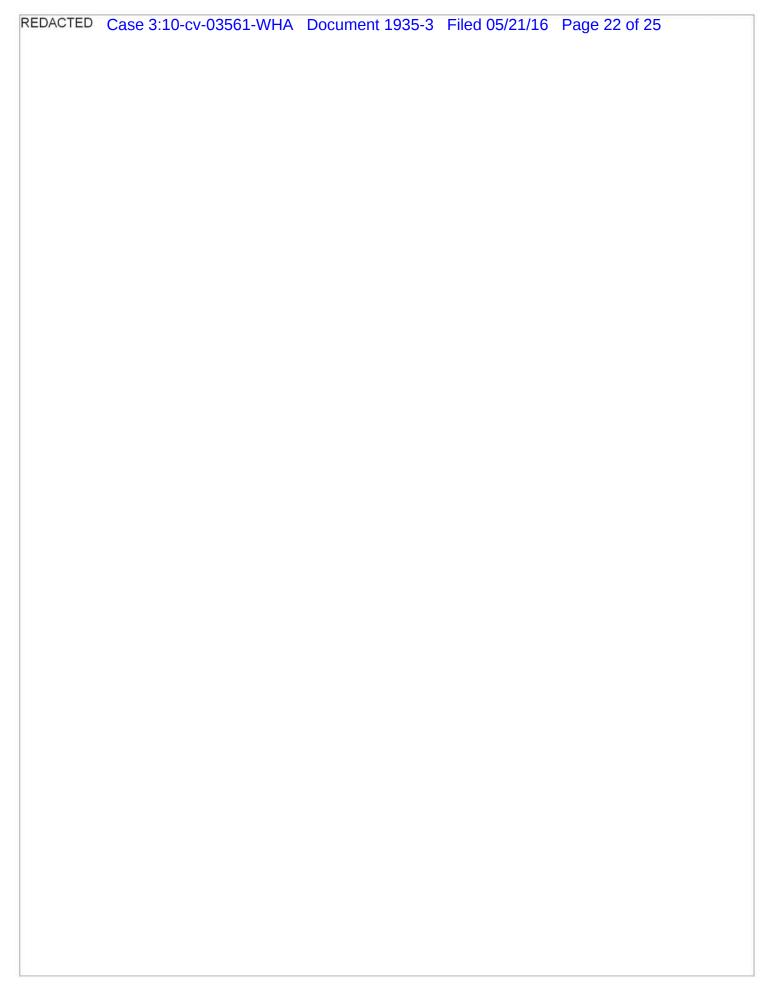


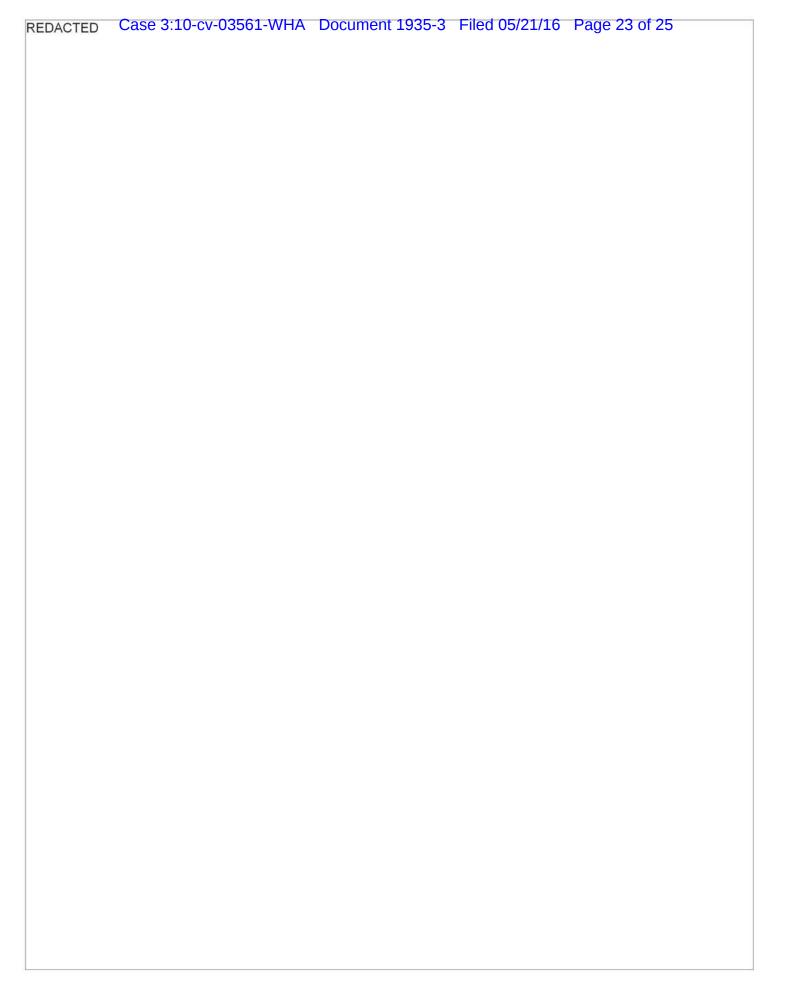


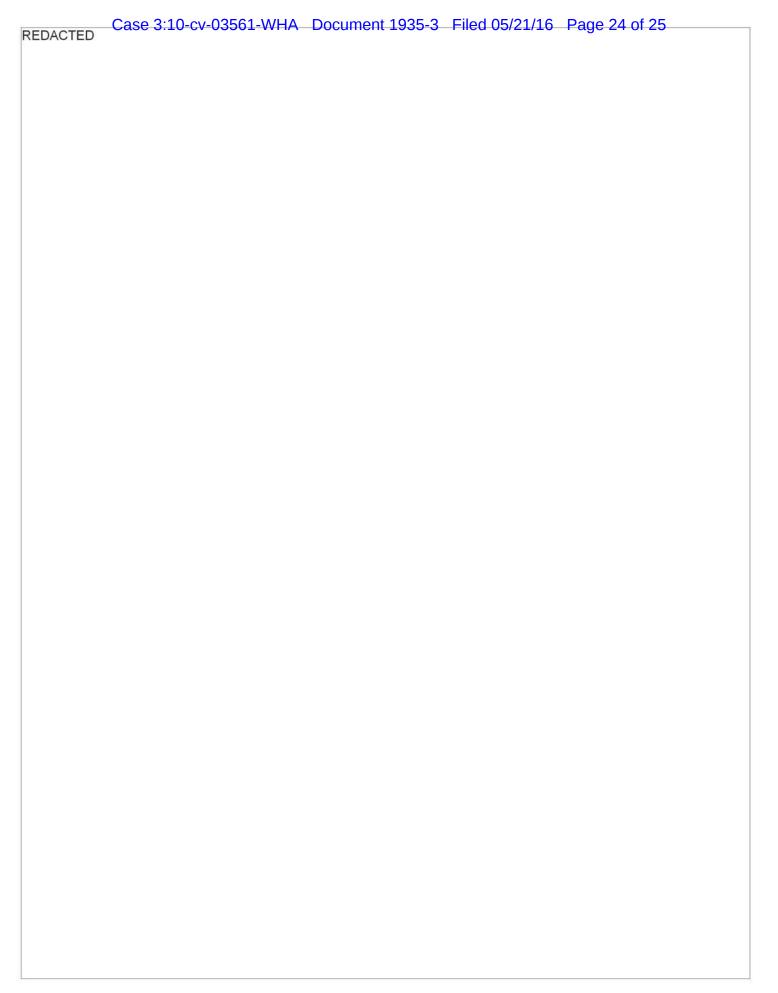












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Emg mailing list
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